

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**

x

AFFIDAVIT OF SERVICE

I, Gerhard R. Pasabangi, depose and say that I am employed by Prime Clerk LLC (“**Prime Clerk**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 31, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by method set forth on the Master Service List attached hereto as **Exhibit A**:

- Objection of the Official Committee of Unsecured Creditors to Sale of Substantially All of the Debtors Assets to ESL Investments, Inc. (Redacted) [Docket No. 2309]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: February 5, 2019



Gerhard R. Pasabangi

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on February 5, 2019, by Gerhard R. Pasabangi, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

PAUL PULLO
Notary Public, State of New York
No. 01PU0231078
Qualified in Nassau County
Commission Expires Nov. 15, 2022

Exhibit A

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Exhibit A

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Exhibit A

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Exhibit A

Master Service List
Served as set forth below

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New York State Department of Taxation and Finance	New York State Department of Taxation and Finance	Attn: Enid Nagler Stuart; Assistant Attorney General Special Bankruptcy Counsel, Office of the New York State Attorney General 28th Liberty Street, 17th Floor New York NY 10005	enid.stuart@ag.ny.gov	Email
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Christopher M. Desiderio 55 West 46th Street New York NY 10036	cdesiderio@nixonpeabody.com	Email

Exhibit A

Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Coral Reef Asia Pacific a/k/a White Mountain Footwear and 266 Route 125, LLC	Nixon Peabody, LLP	Attn: Daniel W. Sklar, Esquire 900 Elm Street Manchester NH 03101	dsklar@nixonpeabody.com	Email
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Richard C. Pedone 100 Summer Street Boston MA 02110	rpedone@nixonpeabody.com	Email
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Bob B. Bruner 1301 McKinney Suite 5100 Houston TX 77010	bob.bruner@nortonrosefulbright.com	Email
Counsel to World Technologies, Inc. d/b/a Techtronic Industries Power Equipment; Cantor Fitzgerald Securities as Administrative Agent and Collateral Agent under the Superpriority Junior Lien Secured DIP Credit Agreement; Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Howard Seife, Christy Rivera, Stephen Castro, David A. Rosenzweig 1301 Avenue of the Americas New York NY 10019-6022	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com stephen.castro@nortonrosefulbright.com david.rosenzweig@nortonrosefulbright.com	Email
Counsel to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Attn: Carol E. Momjian, Josh Shapiro The Phoenix Building 1600 Arch Street, Suite 300 Philadelphia PA 19103	cmomjian@attorneygeneral.gov	Email
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General Bankruptcy & Collections Division MC 008 P.O. Box 12548 Austin TX 78711-2548	rachel.obaldo@oag.texas.gov	Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Ste. 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	Overnight Mail and Email
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Counsel to GACP II, L.P.	Paul Hastings LLP	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq., Shlomo Maza, Esq. 200 Park Avenue New York NY 10166	leslieplaskon@paulhastings.com andrewtenzer@paulhastings.com shlomomaza@paulhastings.com	Email
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Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq. 1290 Broadway Suite 1650 Denver CO 80203	skelly@s-d.com	Email
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Counsel to the Ciuffo Family Trust	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq. 666 Fifth Avenue Suite 1700 New York NY 10103	lidelucia@schiffhardin.com afiedler@schiffhardin.com	Email
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Seward & Kissel LLP	Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq. One Battery Park Plaza New York NY 10004	ashmead@sewks.com alves@sewks.com	Email

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Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer 7777 Glades Road Suite 400 Boca Raton FL 33434	rhermann@sbwh.law mkish@sbwh.law jshafer@sbwh.law floridaservice@sbwh.law	Email
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Counsel for Pennsee, LLC, Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire 123 South Broad Street Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com	Email
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Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf & Patrick M. Ryan 1 N. Old State Capitol, Suite 200 P.O. Box 5131 Springfield IL 62705-5131	darolf@sorlinglaw.com pmryan@sorlinglaw.com	Email

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Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC	SulmeyerKupetz, A Professional Corporation	Attn: David S. Kupetz & Claire K. Wu 333 South Grand Avenue Suite 3400 Los Angeles CA 90071	dkupetz@sulmeyerlaw.com ckwu@sulmeyerlaw.com	Email
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Counsel to Vertical Industrial Park Associates	Tannenbaum Helpern Syracuse & Hirschtritt LLP	Attn: Michael J. Riela 900 Third Avenue 13th Floor New York NY 10022	Riela@tsh.com	Email
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Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email

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Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301200 China	powerwangtxks@vip.126.com	First Class Mail and Email
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Counsel to NorthStar Group Services, Inc., and Village of Hoffman Estates	Vedder Price P.C.	Attn: Michael L. Schein 1633 Broadway 31st Floor New York NY 10019	mschein@vedderprice.com	Email

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Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq. 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com Jerileigh.Miller@weil.com jessica.liou@weil.com Paloma.VanGroll@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com	Email
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Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick 787 Seventh Avenue New York NY 10019	alipkin@willkie.com gbrunswick@willkie.com	Email
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com	Email
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
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